

**MCKENZIE TOWNE COUNCIL
ANNUAL GENERAL MEETING OF MEMBERS
WEDNESDAY, November 17, 2021**

CHAIRMAN Rick Leigh:

1. Good evening, ladies and gentleman. I am Rick Leigh, President and Resident Director of the McKenzie Towne Council. I will be acting as Chair of the virtual meeting, and now call the meeting to order.

I'd like to introduce, and thank, our most recent McKenzie Towne Council Resident Directors from 2020: Courtney Hall, Jasmin MacDonald, Shirley Wilson, Teresa Hargreaves, Jim Clement, Malik Amery, Shawn MacDougall, Craig Chandler, and Darvin Zuch.

Additionally, we have with us a representative of Miller Thomson LLP – McKenzie Towne Council's legal counsel in attendance as well. (Nicole Taylor-Smith).

Shawn MacDougall, will you please act as Secretary of the Meeting?

Shawn agreed and no objections.

CHAIRMAN CONTINUES:

2. I would like to request that Jim Clement act as Scrutineer for this meeting.

Jim agreed and no objections.

As no objection has been registered by Members present at this meeting, I acknowledge Courtney Hall as Scrutineer for this meeting.

CHAIRMAN CONTINUES:

For the information of those present, unless otherwise specified all items to be approved by the Voting Members are by way of ordinary resolution, which requires at least 50% of the Voting Members present in person or by proxy, voting in favour. Only those members who are in good standing and present at the meeting or have submitted a proxy (meeting all established requirements) are eligible to vote. All votes will be conducted in the first instance by a show of voting cards or otherwise as the Chairman may direct. A poll may be demanded by the Chairman or by 10% of the Voting Members present. Polls shall be taken in such a manner as the Chairman may direct.

We would also like to encourage participation from the membership through the course of the meeting. Any resident present may act as the mover or seconder for the motions on the agenda. If you would like to do so, please stand at the appropriate time and, when recognized by the chair, confirm your intention (by stating "I so move" or "I second the motion") and provide your name for recording in our minutes.

As well, there will be an opportunity for any member to raise questions related to each piece of business raised at this meeting as each item is proposed. A microphone has been placed in the aisle and we would request that, for the benefit of all present that all questions be presented from that location. We will limit each resident to a single question until all residents who wish to speak on a matter have received an opportunity.

At the conclusion of this AGM there will be an opportunity for Members to ask any other questions of interest to them. The same guidance as provided previously will continue to apply.

CHAIRMAN CONTINUES:

3. May I now have a motion to dispense with the reading of the Notice calling the meeting?
 - a. I move that the reading of the Notice calling this Annual Meeting of Members be dispensed with.
 - b. I second the motion.

Moved by: Rick Leigh

Seconded by: Jim Clement

CHAIRMAN CONTINUES:

You have heard the motion. Are there any questions or discussions?

None.

If there are any opposed to this motion, please signify by raising your voting card.

The motion is carried.

CHAIRMAN CONTINUES:

4. Mr. Secretary, do you have proof of mailing of the Notice to the Members?

SECRETARY (SHAWN MACDOUGALL):

Mr Chairman, I have proof of proper mailing of the Notice to all Members entitled to vote at this Meeting.

CHAIRMAN:

Proof of mailing has been received and I would ask that it be filed in the Minute Book along with the Minutes of the Meeting.

CHAIRMAN CONTINUES:

5. "Pursuant to the Articles of Association of the Council, the lesser of 50 or ten (10%) percent of the Members in Good Standing either personally present or represented by proxy shall be quorum. For this meeting, at least 50 Members in Good Standing will be required. Is the report of the Scrutineer available?

SCRUTINEER (Jim Clement):

"The Scrutineer reports that there are more than 50 persons present in the virtual meeting or by proxy, each being a Member in Good Standing at the meeting or duly appointed proxy holder or representative for a Member in Good Standing so entitled. Specifically, the Scrutineer reports that:

I verify that there are 54 represented in virtual meeting, or by duly appointed proxy holder or representative thereof.

CHAIRMAN:

Thank you. As a quorum is present and as the Meeting has been duly called, it is properly constituted for the transaction of business.

CHAIRMAN CONTINUES:

6. The Minutes of the Annual General Meeting held on October 21, 2020, were made available to the Members on MTC's website as stated in the Notice of the Meeting and the Information Circular.

May I now have a motion to accept the Minutes of the Annual General Meeting held on October 21, 2020

- a. I move that we accept the Minutes of the Annual General Meeting held on October 21, 2020
- b. I second the motion.

Moved by: Rick Leigh

Seconded by: Helen Hoey

Are there any questions or discussion?

None.

The motion is CARRIED.

CHAIRMAN:

7. The Directors Report, dated October 22, 2021, was mailed to the Members with the Notice of the Meeting and Information Circular.

May I now have a motion to dispense with the reading of the Directors Report?

- c. I move that the reading of the Directors Report be dispensed with.
- d. I second the motion.

Moved by: Rick Leigh

Seconded by: Shirley Wilson

CHAIRMAN CONTINUES:

Are there any questions or discussions?

None.

The motion is carried.

CHAIRMAN:

8. The Auditor's Report and the Financial Statements were made available to the Members on MTC's website as stated in the Notice of the Meeting and the Information Circular. We now propose to receive as information, the Auditor's Report and the Financial Statements of the Council for the year ended May 31, 2021. I would like to introduce Matt Peron of BDO Canada, who will present the financial statements.

Financial Statements presented by Matt Peron with members given the opportunity to ask questions on items covered in the presentation documents.

May I have a motion to approve as presented the 2020/2021 Financial Statements as presented?

- a) I move the motion to accept financials as presented.
- b) I second the motion.

Moved By: Rick Leigh

Seconded By: Courtney Hall

The motion is carried.

CHAIRMAN CONTINUES:

The meeting is now open to questions on the Auditor's Report and Financial Statements for the year ended May 31, 2021. After a few questions on Balance Sheet and Income Statement, presentation concluded.

CHAIRMAN:

9. The next item of business is the election of Directors. In that the Council is authorized to have a minimum of no less than five (5) Resident Directors and no more than twenty-four (24) Resident Directors, it has been proposed by the Board that the Council establish fifteen (15) as the number of Directors to serve until the next Annual General meeting to be elected at this meeting.

May I have a motion to this effect?

- a. I move that the Board consist of 15 Directors, to serve until the next Annual General Meeting of the Council.
- b. I second the motion.

Moved by: Rick Leigh

Seconded by: Darvin Zuch

CHAIRMAN CONTINUES:

You have heard the motion. Are there any questions or comments?

CHAIRMAN CONTINUES:

10. The following resident members have indicated an interest in being nominated as Directors of the Council, to hold office until their successors are elected or appointed (will they please stand as their name is called):

Jim Clement
Courtney Hall
Teresa Hargreaves
Rick Leigh
Shawn MacDougall
Farooq Qadir
Shirley Wilson
Dar Zuch

CHAIRMAN CONTINUES:

Are there any further nominations?

Yes, four Resident Members in attendance.

VIRTUAL MEETING HOST (COURTNEY HALL):

Mr. Chairperson, I would like to nominate the following additional residents in good standing who have indicated to the Council they desire to serve as Resident Directors of the Council:

Margaret McPherson
Patrick Giroux
Debra Klippenstein
Renato Echavez

If there are no further nominations, may I have a motion that nominations be closed?

- a. I move that nominations for Directors be closed.
- b. I second the motion.

Moved by: Rick Leigh

Seconded by: Jim Clement

CHAIRMAN CONTINUES:

You have heard the motion, are there any comments or questions?

None

All in favour, please signify by voting poll. Poll concluded.

Opposed?

None

The motion is carried.

CHAIRMAN:

May I please have a motion to elect as Directors, the persons nominated?

- a. I move that the residents nominated, be elected as Directors of the Council, to hold office until the next Annual General Meeting or until their successors are elected or appointed.
- b. I second the motion.

Moved by: Rick Leigh

Seconded by: Craig Chandler

CHAIRMAN CONTINUES:

You have heard the motion, are there any comments or questions?

None

All in favour, please signify by voting poll. Poll concluded.

Opposed?

The motion is carried.

CHAIRMAN:

11. The next item on the Agenda is the appointment of Auditor. It has been proposed that BDO be appointed as the Council Auditor.

May I please have a motion for the appointment of Auditor?

- a. I move that BDO Canada be appointed as Auditor of the Company for the 2021-2022 fiscal year and that the Directors be authorized to fix the remuneration.

That BDO be appointed as Auditor of the Company for 2021-2022 fiscal year.

- b. I second the motion.

Moved by: Rick Leigh

Seconded by: Darvin Zuch

CHAIRMAN:

You have heard the motion. Are there any questions or comments?

None

The motion is carried.

CHAIRMAN CONTINUES:

12. Is there any further business to transact at this Meeting?

As there is no further business to transact at the Meeting, may I please have a motion to terminate this Meeting?

a. I move that this meeting be terminated.

b. I second the motion.

Moved by: Jim Clement

Seconded by: Brandon Dang

All in favour, please signify by voting poll. Poll concluded.

Opposed?

None.

The motion is carried and this meeting is adjourned. 7:45 PM November 17, 2021.

Thank you attending the meeting today.

QUESTIONS?

Post meeting Q/A.

